

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

FEDERAL HOME LOAN BANK OF  
CHICAGO,

Plaintiff,  
v.

BANC OF AMERICA FUNDING  
CORPORATION, ET AL.,

Defendants.

)  
)  
) Case No. 1:10-cv-7560  
)  
) **DECLARATION OF JAMES P.**  
) **ROUHANDEH IN**  
) **OPPOSITION TO**  
) **PLAINTIFF'S MOTION TO**  
) **REMAND**  
)  
)

I, James P. Rouhandeh, hereby declare as follows:

1. I am a member of the law firm Davis Polk & Wardwell LLP, counsel for Morgan Stanley, Morgan Stanley & Co. Incorporated and Morgan Stanley ABS Capital I Inc. I submit this declaration in opposition to Plaintiff's Motion to Remand, to place before the Court certain relevant documents cited in Defendants' Joint Opposition to Plaintiff's Motion to Remand.

2. Attached hereto as Exhibit A is a true and correct copy of FHLB of Des Moines's Notice of Removal, O'Connor Enter. Group v. Spindustry Sys. Inc., Civ. No. 4:09-CV-01483 (S.D. Tex. May 18, 2009), without exhibits.

3. Attached hereto as Exhibit B is a true and correct copy of the Organization Certificate for the Federal Home Loan Bank ("FHLB") of Evanston, dated October 11, 1932.

4. Attached hereto as Exhibit C is a true and correct copy of excerpts from the Complaint in FHLB Pittsburgh v. SMWNPF Holdings, Inc., No. 94-1560 (W.D. Pa. Sept. 14, 1994).

5. Attached hereto as Exhibit D is a true and correct copy of "How does an Institution Join the MPF® Program?" Section from the Mortgage Partnership Finance® ("MPF")

Program website, <http://www.fhlbmpf.com>, last visited January 14, 2010.

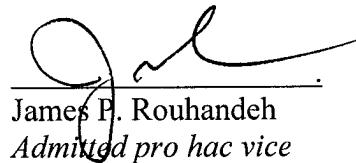
6. Attached hereto as Exhibit E is a true and correct copy of "The MPF® Program for FHLB Chicago Members" from FHLB Chicago website, <http://www.fhlbc.com>, last visited January 14, 2010.

7. Attached hereto as Exhibit F is a true and correct copy of excerpts from FHLB Chicago's Form 10-K Annual Report for Fiscal Year Ended December 31, 2009, dated March 18, 2010.

8. Attached hereto as Exhibit G is a true and correct copy of excerpts from FHLB Chicago's Form 10-Q Quarterly Report for the Quarterly Period Ended September 30, 2010.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct to the best of my knowledge.

Dated: January 14, 2011



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James P. Rouhandeh  
*Admitted pro hac vice*